

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

YELLOW CORPORATION, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 23-11069 (CTG)  
)  
) (Jointly Administered)  
)  
) **Re: Docket Nos. 1285, 1317, 1328**

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**NOTICE OF MODIFIED PROVISIONS TO THE ROYAL ASSET PURCHASE AGREEMENT**

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**PLEASE TAKE NOTICE** that, on December 6, 2023, the Debtors filed that certain proposed *Order (I) Approving Certain Asset Purchase Agreements; (II) Authorizing and Approving Sales of Certain Real Property Assets of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, In Each Case Pursuant to the Applicable Asset Purchase Agreement; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, In Each Case Pursuant to the Applicable Asset Purchase Agreement; and (IV) Granting Related Relief* [Docket No. 1285] (the “Sale Order”), requesting Court approval for, among other things, the Debtors’ entry into the Royal Asset Purchase Agreement (defined below);

**PLEASE TAKE FURTHER NOTICE** that, on December 8, 2023, the Debtors filed that certain *Notice of Filing of Asset Purchase Agreement dated as of December 7, 2023 between the Debtors and Royal Group Holdings Inc.* [Docket No. 1317].

**PLEASE TAKE FURTHER NOTICE** that, on December 9, 2023, the Debtors filed that certain *Notice of Modified Schedules to the Royal Asset Purchase Agreement* [Docket No. 1328]. The Debtors and Royal Group Holdings Inc. agreed to correct certain technical errors and revise certain language. The corrected *Asset Purchase Agreement Dated as of December 11, 2023 Between Royal Group Holdings Inc., as Purchaser, and Yellow Corporation and its Subsidiaries Named Therein, as Sellers* (as may be amended, modified, or supplemented from time to time, including all exhibits and schedules thereto, the “Royal Asset Purchase Agreement”) is attached hereto as **Exhibit A**.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit B** is, among other technical corrections, a (i) revised Section 2.2 to the Royal Asset Purchase Agreement, incorporating certain clarifying language (*i.e.*, adding “HSBC Bank USA, NA” as the escrow agent) and (ii) a revised Section 2.5, removing a certain closing condition (*i.e.*, the “Assignment and Assumption Agreement, duly executed by Purchaser”).

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider the relief set forth in the Sale Order is scheduled for **December 12, 2023 at 10:00 a.m. (E.T.)**, with objections required to have been filed and served on interested parties no later than **December 8, 2023 at 5:00 p.m. (E.T.)**.

**PLEASE TAKE FURTHER NOTICE** that the Modified Exhibits hereby replace and supersede the Exhibits and shall constitute the operative exhibits under the Royal Asset Purchase Agreement.

Dated: December 11, 2023  
Wilmington, Delaware

/s/ Laura Davis Jones

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